

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

2-022A010

January 16, 1992

RECORDATION NO. 16800-A FILED 1425

JAN 22 1992 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of an Amendment Dated October 9, 1991 to Memorandum of Loading Agreement dated as of January 3, 1990, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Loading Agreement dated as of January 3, 1990 which was duly filed and recorded on March 20, 1990 and assigned Recordation Number 16800.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Indiana and Ohio Central Railroad
8901 Blue Ash Road
Cincinnati, OH 45242

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MOTOR OPERATING UNIT

Ms. Mildred Lee
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A description of the railroad equipment covered by the enclosed document is:

Six additional 50-foot, 100-ton RBL boxcars marked and numbered as follows:

WCRC 10135, WCRC 10138, WCRC 10139, WCRC 10141, WCRC 10142
and WRC 10148

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

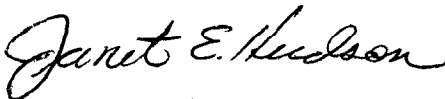
Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment Dated October 9, 1991 to Memorandum of Loading Agreement dated as of January 3, 1990 between Greenbrier Railcar, Inc. Lessor, and Indiana and Ohio Central Railroad, Lessee, covering six additional 50-foot, 100-ton RBL boxcars marked and numbered as follows:

WCRC 10135, WCRC 10138, WCRC 10139, WCRC 10141, WCRC 10142
and WRC 10148

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

REGISTRATION NO. 16800 A
FILED 1425

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INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED OCTOBER 9, 1991 TO

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

INDIANA AND OHIO CENTRAL RAILROAD ("LESSEE")

JANUARY 3, 1990

RIDER NO. 2

Amendment and Rider No. 2 dated as of October 9, 1991 to Memorandum of Loading Agreement made and entered into as of January 3, 1990 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Indiana and Ohio Central Railroad, an Ohio corporation ("Lessee").

WHEREAS, Lessor and Lessee entered into the Loading Memorandum describing the lease of 15 50-foot, 100-ton RBL Boxcars; and

WHEREAS, Lessor and Lessee wish to amend the Loading Memorandum to conform to amendments of the underlying lease by increasing the number of leased railcars by six (6).

NOW THEREFORE, Lessor and Lessee hereby amend the Loading Memorandum as follows:

1. Paragraph 1 is amended by adding six (6) additional 50-foot, 100-ton RBL boxcars marked and numbered as follows:

WCRC 10135, WCRC 10138, WCRC 10139, WCRC 10141, WCRC 10142 and WCRC 10148.

2. All other terms and conditions of the Loading Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, VP

INDIANA & OHIO CENTRAL RAILROAD

By: Edmund R. Kiernan III

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STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 15 day of January, 1991², before me personally appeared Norri~~ss~~^{ss} M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF OHIO

COUNTY OF

)
) ss.
)

On this 25th day of NOVEMBER, 1991, before me personally appeared EDMUND R. KIERNAN III, to me personally known, who being by me duly sworn, says that he is the Controller of Indiana & Ohio Central Railroad that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Robert A. Hines
NOTARY PUBLIC

My commission expires:

✓ ROBERT A HINES
Notary Public, State of Ohio
My Commission Expires Apr. 12, 1995

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